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UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF WASHINGTON AT TACOMA

In re:

VANDEVCO LIMITED and ORLAND LTD.,  
Debtors.

Case Nos:

20-42710-MJH (Lead Case)

20-42711-MJH (Jointly administered under  
Case No. 20-42710-MJH)

Chapter 11

CERNER MIDDLE EAST LIMITED,  
Plaintiff,

v.

BELBADI ENTERPRISES, LLC; VANDEVCO  
LIMITED; and ORLAND LTD.,  
Defendants,

and

WILLAMETTE ENTERPRISES LTD. and  
BELBADI ENGINEERING, LLC,  
Nominal Defendants.

Adv. Proc. No. \_\_\_\_\_

**COMPLAINT**

Plaintiff Cerner Middle East Limited (“**Cerner**”), by and through its undersigned counsel,  
hereby alleges as follows for its complaint in this matter:

1 **I. INTRODUCTION**

2 1. This is an adversary proceeding filed under the Washington Uniform Foreign-  
3 Country Money Judgments Recognition Act, Wash. Rev. Stat. § 6.40A.010 *et seq.* (the  
4 “**Recognition Act**”) for recognition and enforcement of a foreign-country money judgment issued  
5 by the Abu Dhabi Commercial Court (the “**UAE Trial Court**”) on June 21, 2022 in favor of Cerner  
6 and against Defendant Belbadi Enterprises, LLC (“**Belbadi**”) (the “**UAE Judgment**”). A true and  
7 correct copy of the UAE Judgment, together with a certified English translation, is attached as  
8 **Exhibit 1**.

9 2. The UAE Judgment was entered in a lawsuit brought by Cerner against Belbadi in  
10 the UAE (the “**UAE Proceeding**”) seeking to recover money damages for Belbadi’s breach of two  
11 unconditional and irrevocable guarantees (the “**Guarantees**”) issued by Belbadi to Cerner in 2012  
12 to secure payment of the obligations of underlying obligors iCapital LLC t/k/a iCapital S/E  
13 (“**iCapital**”), and iCapital and Belbadi’s sole owner Ahmed Saeed Mahmoud Al-Badi Al-Dahari  
14 (“**Al Badi**”).

15 3. The UAE Judgment awards Cerner the total amount of Arab Emirati Dirham  
16 (“**AED**”) 231,035,774, together with interest accruing at 5% from the claim date of January 31,  
17 2022 until full payment. As of February 10, 2023, interest on the UAE Judgment amounts to  
18 11,899,924.80 AED. At the exchange rate current as of February 10, 2023, the total amount due  
19 under the UAE Judgment equals approximately \$66 million United States Dollars. The UAE  
20 Judgment also requires Belbadi to pay Cerner’s costs, and expenses and attorneys’ fees.

21 4. On August 29, 2022, the Abu Dhabi Commercial Court -- Appeal -- Second  
22 Commercial Appellate Circuit (the “**UAE Appellate Court**”) affirmed the UAE Judgment in its  
23 entirety (the “**UAE Appeal Judgment**”). A true and correct copy of the UAE Appeal Judgment,  
24 together with a certified English translation, is attached as **Exhibit 2**.

25 5. On December 22, 2022, the Abu Dhabi Court of Cassation upheld the UAE Appeal  
26 Judgment and rejected each of Belbadi’s contentions seeking to reverse the UAE Appeal Judgment

(the “**UAE Cassation Judgment**”). A true and correct copy of the Abu Dhabi Court of Cassation’s judgment, together with an English translation, is attached as **Exhibit 3**.

6. Recognition and enforcement of the UAE Judgment in this Court is proper because Belbadi’s beneficially-owned property located in the State of Washington, includes, but is not limited to:

- a. Belbadi’s right to payment of proceeds of approximately \$6.5 million currently held in the Court’s registry resulting from the April 2017 sale by Debtor/Defendant Vandevco Limited (“**Vandevco**”) of two Units of the Vancouver Center, a mixed-use real estate development in Vancouver, Washington;
- b. Belbadi’s right to repayment of \$10 million in “seed money” provided to Vandevco in 1998 to begin construction of the Vancouver Center;
- c. Belbadi’s right to repayment of additional loans provided by Belbadi for further construction of the Vancouver Center that, according to Vandevco’s internal records, may have amounted to approximately \$100 million; and
- d. Belbadi’s equity interest, whether direct or indirect, in Vandevco and Debtor/Defendant Orland Ltd. (together with Vandevco, the “**Debtors**”), and the right of control over the Debtors.

## **II. PARTIES**

7. Plaintiff Cerner Middle East Limited is a limited company organized under the laws of the Cayman Islands and maintaining a principal place of business located at 2800 Rockcreek Parkway, Kansas City, Missouri 64117.

8. Defendant Belbadi Enterprises, LLC is a limited liability company established in 1978 and organized under the laws of the UAE. Belbadi maintains an address at P.O. Box 27330, Al Khaldiya, Area 3, Abu Dhabi, United Arab Emirates.

1           9. Debtor/Defendant Vandevco Limited is a for profit corporation organized under the  
2 laws of Washington and a debtor in the above-referenced proceeding (the “**Chapter 11**  
3 **Proceeding**”). Vandevco maintains a registered agent at SW&W Registered Agents, Inc., 700  
4 Washington St., Suite 701, Vancouver, Washington 98660.

5           10. Debtor/Defendant Orland Ltd. is a debtor in the Chapter 11 Proceeding and a  
6 domestic corporation organized under the laws of Oregon. Orland maintains a registered agent at  
7 SW&W Registered Agents, Inc., 1211 SW Fifth Avenue, Suite 1900, Portland, Oregon 97204.

8           11. Nominal Defendant Willamette Enterprises Ltd. (“**Willamette**”) is a limited  
9 company organized under the laws of the Cayman Islands and maintaining a registered office at  
10 c/o Generis Trust & Corporate Services Ltd., Elgin Court, Elgin Avenue, George Town, Grand  
11 Cayman, Cayman Islands KY1-1106. Ziad Elhindi is the sole officer and director of Willamette.  
12 Willamette is a shell entity under the control of Belbadi.

13           12. Nominal Defendant Belbadi Engineering LLC (“**Belbadi Engineering**”) is a  
14 limited liability company organized under the laws of the UAE and the purported shareholder of  
15 99% of the shares of Willamette. Belbadi Engineering maintains an address at P.O. Box 27330,  
16 Al Khaldiya, Area 3, Abu Dhabi, United Arab Emirates. Belbadi is the sole owner of Belbadi  
17 Engineering.

### 18 **III. JURISDICTION AND VENUE**

19           13. This adversary proceeding is commenced pursuant to Rule 7001 of the Federal  
20 Rules of Bankruptcy Procedure.

21           14. This court has subject matter jurisdiction under 28 U.S.C. §§ 157 and 1334(b). *See,*  
22 *e.g., In re Fietz*, 852 F.2d 455, 457 (9th Cir. 1988).

23           15. This is a core proceeding under 28 U.S.C. § 157(b)(2).

24           16. Personal jurisdiction over Belbadi is not required to recognize the UAE Judgment  
25 under the Recognition Act because in doing so this Court is simply performing the “ministerial  
26 act” of recognizing a foreign-country money judgment. Nonetheless, Belbadi is subject to *quasi*

1 *in rem* jurisdiction in this Court for purposes of recognition and enforcement of the UAE Judgment  
2 because Belbadi owns property interests in the State of Washington.

3 17. Belbadi's property interests in Washington include, but are not limited to: (1)  
4 proceeds from the sale of portions of the Vancouver Center construction project in Vancouver,  
5 Washington, which proceeds are currently held in the Court's registry; (2) loans to Vandevco,  
6 including: (a) the \$10,000,000 "seed money" investment for the Vancouver Center, and (b)  
7 additional construction loans that may amount to \$100 million; and (3) a beneficial interest in, and  
8 right of control over, the Debtors.

9 18. This Court has personal jurisdiction over Vandevco because, among other reasons,  
10 it is a corporation formed and operating under the laws of Washington.

11 19. This Court has personal jurisdiction over Orland because: (i) Orland's sole officer  
12 maintains an address in Washington and has transacted business in Washington; and (ii) upon,  
13 information and belief, Orland has regularly transacted business in Washington and with  
14 Washington entities with respect to matters in this case.

15 20. Venue is proper in this Court pursuant to 28 U.S.C. § 1409(a).

16 **IV. THE GUARANTEES AND UAE JUDGMENT**

17 21. On or about December 17, 2012 Belbadi executed the Guarantees in favor of  
18 Cerner, guaranteeing payment of the obligations of non-party iCapital.

19 22. On January 31, 2022, Cerner filed the UAE Proceeding in the UAE Trial Court  
20 seeking an award of damages for Belbadi's breach of its obligations under the Guarantees.

21 23. Belbadi appeared in the UAE Proceeding and asserted defenses to Cerner's claims.

22 24. On June 21, 2022, the UAE Trial Court entered the UAE Judgment, resolving  
23 Cerner's claims in favor of Cerner and against Belbadi in the amount of AED 231,035,774,  
24 together with interest accruing at 5% from the claim date of January 31, 2022 until full payment.  
25 The UAE Judgment further requires Belbadi to pay Cerner's costs and attorneys' fees.

26 25. Belbadi appealed the UAE Judgment to the UAE Appellate Court.

1           26.     On August 29, 2022, the UAE Appellate Court issued the UAE Appeal Judgment  
2 that denied Belbadi's appeal and affirmed the UAE Judgment in full. The UAE Appeal Judgment  
3 further requires Belbadi to pay Cerner's costs and attorneys' fees.

4           27.     Belbadi appealed the UAE Appeal Judgment to the Abu Dhabi Court of Cassation.

5           28.     On December 22, 2022, the Abu Dhabi Court of Cassation issued the UAE  
6 Cassation Judgment upholding the UAE Appeal Judgment and rejecting each of Belbadi's  
7 contentions seeking to reverse the UAE Appeal Judgment.

8           29.     All avenues for appeal of the UAE Judgment have been exhausted, and the UAE  
9 Judgment is enforceable and executable. Cerner has commenced execution proceedings in Abu  
10 Dhabi, UAE.

11 **VI.   BELBADI'S PROPERTY INTERESTS IN WASHINGTON AND OREGON**

12           30.     Belbadi owns the following property interests in Washington:

- 13           a.     The right to payment of proceeds of approximately \$6.5 million currently  
14 held in the Court's registry resulting from the April 2017 sale by Vandevco  
15 of portions of the Vancouver Center;
- 16           b.     The right to repayment of \$10 million in "seed money" that Belbadi  
17 provided directly to Vandevco in or around 1998 to commence construction  
18 of the Vancouver Center;
- 19           c.     The right to repayment of additional loans provided by Belbadi for further  
20 construction of the Vancouver Center which, according to Vandevco's  
21 internal records, may have amounted to approximately \$100 million; and
- 22           d.     The equity interest, whether direct or indirect, in the Debtors, and the right  
23 of control over the Debtors.

24           31.     Despite Willamette and Belbadi Engineering's presence in the ostensible corporate  
25 structure of the Belbadi group, Belbadi owns, whether directly or indirectly, the beneficial interest  
26

1 in, or the right of repayment to, the foregoing debt and equity interests, each of which may properly  
2 be levied upon to satisfy the UAE Judgment.

3 **FIRST COUNT**  
4 **(Recognition and Enforcement of the UAE Judgment Under the Washington Uniform**  
5 **Foreign-Country Money Judgments Recognition Act, Wash. Rev. Stat. 6.40A.010 et seq.)**

6 32. Cerner repeats and re-alleges the allegations of paragraphs 1–31 above.

7 33. The UAE Judgment is a “foreign-country judgment” as defined in Wash. Rev. Stat.  
8 6.40A.010(2) because it was issued by a court in the United Arab Emirates, a foreign country.

9 34. The UAE Judgment awards Cerner a sum of money in the total amount of  
10 \$231,035,774 AED together with interest accruing at 5% from the claim date of January 31, 2022  
11 until full payment, as contemplated by Wash. Rev. Stat. 6.40A.020(1)(a). The total amount due as  
12 of the date of the filing of this complaint (not including costs and attorneys’ fees) is approximately  
13 \$66 million United States Dollars.

14 35. The UAE Judgment is final, conclusive, and enforceable in the UAE, the  
15 jurisdiction in which it was rendered, as contemplated by Wash. Rev. Stat. 6.40A.020(1)(b).

16 36. The UAE Judgment awards damages for Belbadi’s breaches of contract, and is thus  
17 not a judgment for taxes, a fine or other penalty, or a judgment for divorce, support, or  
18 maintenance, or other judgment rendered in connection with domestic relations, as contemplated  
19 by Wash. Rev. Stat. 6.40A.020(2).

20 37. Under Wash. Rev. State 6.40A.030, the UAE Judgment should accordingly be  
21 recognized by this Court, such that the UAE Judgment is conclusive between Belbadi and Cerner  
22 and is enforceable in the same manner and to the same extent as a judgment rendered in  
23 Washington.

24 WHEREFORE, having stated its claim for relief, Cerner requests that the Court grant the  
25 following relief:

- 26 a. Enter judgment against Belbadi recognizing the UAE Judgment under the  
Recognition Act as a valid foreign-country judgment, such that the UAE

Judgment is conclusive between the parties and enforceable against Belbadi's property in Washington in the same manner and to the same extent as a judgment rendered in Washington;

- b. Award Cerner its costs and expenses incurred in prosecuting this action; and
- c. Award such other or further relief in Cerner's favor that the Court deems just and proper.

DATED: February 10, 2023

Respectfully submitted,

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